

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
VICTORIA DIVISION**

In re:)
) Chapter 11
)
LINN ENERGY, LLC, <i>et al.</i> , ¹) Case No. 16-60040 (DRJ)
)
Debtors.) (Joint Administration Requested)
) (Emergency Hearing Requested)

**REQUEST FOR EMERGENCY CONSIDERATION
OF CERTAIN “FIRST DAY” MATTERS**

On May 11, 2016 (the “Petition Date”), the above-captioned debtors and debtors in possession (the “Debtors”) filed petitions for relief under chapter 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”). Counsel for the Debtors believes that the case qualifies as a “Complex Chapter 11 Case.” The Debtors need emergency consideration of the following initial case matters:

- Debtors’ Emergency Motion for Entry of an Order (A) Directing Joint Administration of Chapter 11 Cases and (B) Granting Related Relief [Docket No. 5]
- Notice of Designation of Complex Chapter 11 Bankruptcy Case [Docket No. 6]
- Debtors’ Application for Appointment of Prime Clerk LLC as Claims, Noticing, and Solicitation Agent [Docket No. 7]
- Debtors’ Emergency Motion for Entry of an Order (A) Extending the Time to File Schedules and Statements, (B) Authorizing Consolidated Creditors Lists, (C) Authorizing Redaction of Certain Personal Identification Information,

¹ The Debtors in these chapter 11 cases and the last four digits of each Debtor’s federal tax identification number are as follows: Linn Energy, LLC (7591); Berry Petroleum Company, LLC (9387); LinnCo, LLC (6623); Linn Acquisition Company, LLC (4791); Linn Energy Finance Corp. (5453); Linn Energy Holdings, LLC (6517); Linn Exploration & Production Michigan LLC (0738); Linn Exploration Midcontinent, LLC (3143); Linn Midstream, LLC (9707); Linn Midwest Energy LLC (1712); Linn Operating, Inc. (3530); Mid-Continent I, LLC (1812); Mid-Continent II, LLC (1869); Mid-Continent Holdings I, LLC (1686); Mid-Continent Holdings II, LLC (7129). The Debtors’ principal offices are located at JPMorgan Chase Tower, 600 Travis, Suite 5100, Houston, Texas 77002.

(D) Waiving the Requirement to File Equity Lists and Modifying Equity Holder Notice Requirements, and (E) Approving the Form and Manner of Notifying Creditors of the Commencement of the Chapter 11 Cases and Other Information [Docket No. 8]

- Debtors' Emergency Motion for Entry of an Order (I) Authorizing the Debtors to (A) Pay Prepetition Wages, Salaries, Other Compensation, and Reimbursable Expenses, (B) Continue Ordinary Course Incentive Programs for Non-Insiders, and (C) Continue Employee Benefits Programs and (II) Granting Related Relief [Docket No. 9]
- Debtors' Emergency Motion for Entry of Interim and Final Orders (A) Authorizing Payment of Mineral Payments and Working Interest Disbursements and (B) Granting Related Relief [Docket No. 10]
- Debtors' Emergency Motion for Entry of Interim and Final Orders (I) Authorizing the Payment of (A) Operating Expenses, (B) Joint Interest Billings, (C) Marketing Expenses, (D) Shipping and Warehousing Claims, and (E) 503(B)(9) Claims, and (II) Granting Related Relief [Docket No. 11]
- Debtors' Emergency Motion for Entry of Interim and Final Orders (A) Authorizing Debtor LinnCo, LLC to Continue its Exchange Offer Postpetition and (B) Granting Related Relief [Docket No. 12]
- Debtors' Emergency Motion for Entry of an Order (A) Authorizing the Payment of Certain Prepetition Taxes and Fees and (B) Granting Related Relief [Docket No. 13]
- Debtors' Emergency Motion for Entry of a Final Order (A) Approving the Debtors' Proposed Adequate Assurance of Payment for Future Utility Services, (B) Prohibiting Utility Companies From Altering, Refusing, or Discontinuing Services, (C) Approving the Debtors' Proposed Procedures for Resolving Additional Assurance Requests, and (D) Granting Related Relief [Docket No. 14]
- Debtors' Emergency Motion for Entry of Interim and Final Orders Authorizing the Debtors to (A) Continue Performing Under Prepetition Hedging and Trading Arrangements, (B) Honor Obligations Thereunder, and (C) Enter into and Perform Under Trading Continuation Agreements and New Postpetition Hedging Arrangements [Docket No. 15]
- Debtors' Emergency Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Continue to Operate Their Cash Management System and Maintain Existing Bank Accounts and (B) Continue to Perform Intercompany Transactions, and (II) Granting Related Relief [Docket No. 16]

- Debtors' Emergency Motion for Interim and Final Orders (A) Authorizing Postpetition Use of Cash Collateral, (B) Granting Adequate Protection to Prepetition Lenders, and (C) Granting Related Relief [Docket No. 18]

Victoria, Texas

Dated: May 11, 2016

/s/ Patricia B. Tomasco

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Proposed Co-Counsel to the Debtors and Debtors in Possession

Certificate of Service

I certify that on May 11, 2016, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Patricia B. Tomasco

One of Counsel